UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK

In re:

Case No. 09-12989

STARFIRE SYSTEMS, INC.,

Chapter 11

Debtor.

BALLOT CERTIFICATION

The Debtor, Starfire Systems, Inc., by its attorneys, Hodgson Russ LLP, states the following for its Ballot Certification:

As of July 7, 2010:

I. CLASS 3: Secured Claim of Palladium Equity Partners III, L.P.

NUMBER ACCEPTING PLAN: 1/0

PERCENTAGE ACCEPTING PLAN: 100%

DOLLAR AMOUNT OF CLAIMS ACCEPTING PLAN: \$ 2,300,000 PERCENTAGE OF DOLLAR AMOUNT OF CLAIMS REJECTING

PLAN: 0%

	Accepts	Rejects	A a
Creditor	<u>Plan</u>	<u>Plan</u>	<u>Amount</u>
Palladium Equity Partners III, L.P.			
1270 Avenue of the Americas			
Suite 2200	**		¢ 2 200 000
New York, NY 10020	X		\$ 2,300,000

II. <u>CLASS 4:</u> Disputed Secured Claims of: Henry McDonald, Richard Saburro, Counter Point Ventures Fund, LP, James Gibson, Philip Gross and Opalka Family Investment Partners, LP

NUMBER ACCEPTING PLAN: 0/5
PERCENTAGE ACCEPTING PLAN: 0%

DOLLAR AMOUNT OF CLAIMS ACCEPTING PLAN: \$0
PERCENTAGE OF DOLLAR AMOUNT OF CLAIMS REJECTING

PLAN: 100%

Creditor	Accepts <u>Plan</u>	Rejects <u>Plan</u>	Amount
James Gibson 58 Lyon Place Basking Ridge, NJ 07927		X	\$100,000
Philip M. Gross 8 Pellington Court Pine Brook, NJ 07058		X	75,000
Richard Saburro 145 Church Street Saratoga Springs, NY 12866		X	25,000
Counter Point Ventures Fund, LP 3000 Troy-Schenectady Road Schenectady, NY 12309		X	50,000
Henry J. MacDonald 3 Beacon Hill Drive Saratoga Springs, NY 12866		X	25,000

III. CLASS 5: General Unsecured Creditors

NUMBER ACCEPTING PLAN: 9/17 PERCENTAGE ACCEPTING PLAN: 53%

DOLLAR AMOUNT OF CLAIMS ACCEPTING PLAN: \$(58,879.66)
PERCENTAGE OF DOLLAR AMOUNT OF CLAIMS REJECTING

PLAN: 78.3%

Creditor	Accepts <u>Plan</u>	Rejects <u>Plan</u>	Amount
Stanley Blanchard 2029 Lexington Parkway Schenectady, NY 12309	X		951.75
UPS Freight c/o RMS Bankruptcy Services PO Box 4396 Timonium, MD 21094	X		375.30
United Parcel Services c/o RMS Bankruptcy Services PO Box 4396 Timonium, MD 21094	X		1161.00
Baker Associates 79674 Liga La Quinta, CA 92253	X		33,912.95
Paul Chayka MS&E Resources 31 Cortland Drive New Milford, CT 06776	X		10,512.00
Kathleen L. Winckler 5 McCrea Hill Road Ballston Spa, NY 12020	X		4,136.16
William H. Thielking PO Box 122 Lake Pleasant, NY 12108	X		(2,800.00)

Creditor	Accepts <u>Plan</u>	Rejects <u>Plan</u>	Amount
Univar USA Inc. 17425 NE Union Hill Road Redmond, NH 98052	X		\$2,075.00
Goodwin Proctor LLP 53 State Street, Exchange Place Boston, MA 02109	X		2,955.50
Stuart H. Brody c/o Hiscock & Barclay 300 S. State Street Syracuse, NY 13202		X	35,000.00
M&P Lab, Inc. c/o Frank E. Anderson 2210 Technology Drive. Schenectady, NY 12308		X	239.00
John E. Okonski 20 Middleburgh Street Troy, New York 12180		X	3,550.00
Patricia A. Maguire c/o Albany-Colonie Regional Chamber of Commerce One Computer Drive South Albany, NY 12205		X	100,000.00
Emerick Associates Inc. 1107 Loudon R.D. Cohoes, NY 12047		X	1,213.38
Carter, DeLuca, Farrell & Schmidt, LLP 445 Broad Hollow Road Suite 420 Melville, NY 11747		X	66,943.00
Hiscock & Barclay 300 S. State Street Syracuse, NY 13202		X	2,421.00
Savage Law Firm PO Box 1160 450 Schauber Road Ballston Spa, NY 12019		X	3,444.00

IV. <u>CLASS 6:</u> Allowed Secured Claim of former landlord on two (2) pieces of equipment arising from a Pre-Petition Attachment Order

NUMBER ACCEPTING PLAN: 0/1 PERCENTAGE ACCEPTING PLAN: 0%

DOLLAR AMOUNT OF CLAIMS ACCEPTING PLAN: \$0
PERCENTAGE OF DOLLAR AMOUNT OF CLAIMS REJECTING

PLAN: 100%

SUMMARY

Creditor	Accepts <u>Plan</u>	Rejects <u>Plan</u>	Amount
United Step I, LLC 300 Jordan Road Troy, NY 12180		X	\$ 964,517.78

V. CLASS 7: Pre-Petition Shareholders

NUMBER ACCEPTING PLAN: 1/6

PERCENTAGE ACCEPTING PLAN: 16.6%

DOLLAR AMOUNT OF CLAIMS ACCEPTING PLAN: \$____ PERCENTAGE OF DOLLAR AMOUNT OF CLAIMS REJECTING

PLAN: ___%

Creditor	Accepts <u>Plan</u>	Rejects <u>Plan</u>	Amount
John Okonski 2800 Seventh Avenue Troy, NY 12180		X	\$ 100,000
Karl W. Broekhuizen 310 Miner Road Porter Corners, NY 12859		X	25,000
Palladium Equity Partners III, L.P. 1270 Avenue of the Americas Suite 2200 New York, NY 10020	X		

Bonnie Singer		
c/o Montage		
30401 South Coast Highway		
Laguna Beach, CA 92651	X	
Herbert Armstrong		
c/o Lemery Greisler LLC		
50 Beaver Street, 2 nd Floor		
Albany, NY 12180	X	76,993.00
Opalka Family Investment Partners, L.P.		
6 Heather Ridge		
Averill Park, NY 12018	X	

By:

RICHARD L. WEISZ 677 Broadway, Suite 301 Albany, New York 12207 (518) 465-2333

DATED:

July 12, 2010

UNITED STATES BANKRUPTO NORTHERN DISTRICT OF NE		
In re:		Case No. 09-12989
STARFIRE SYSTEMS	S, INC.,	
	Debtor.	Chapter 11
	BALLOT FOR ACCEPTING FIRST AMENDED CHAPTER	NG OR REJECTING DEBTOR'S R 11 PLAN OF REORGANIZATION
FILED-BY DATE:		
YOU IF IT IS ACCEPTED BY OF CLAIMS IN EACH CLASS EACH CLASS VOTING ON TO COURT MAY NEVERTHELE EQUITABLE TREATMENT TO AND RETURN THIS BALLOT	THE HOLDERS OF TWO-TE AND THE HOLDERS OF TW THE PLAN. IN THE EVENT TSS CONFIRM THE PLAN II TO THE CLASS REJECTING	NFIRMED BY THE COURT AND THEREBY MADE BINDING ON HIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER VO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE F THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE
(if equity security holder) The represented by Certificate(s) No.	undersigned, the holder of, registered in t	shares of (describe type) stock of the above-named Debtors, the name of
(if bondholder, debenture hold \$) 500000 of (describe sect MALCH # 12009 (if application).	der, or other debt security hourity) Security TEBT ble, registered in the name	of the above-named Debtors, with a stated maturity date of of allerium typing (if applicable, bearing serial number(s)
(if holder of general claim) The	undersigned, a creditor of the ab	ove-named Debtors in the unpaid principal amount of \$
(Check One):	ACCEPTS R	
the Plan for the reorganization	of the above-named Debtors.	
DATED: July 6,	2010	MANCOS A. RODRIGUEZ, MANAGING DINECE
	Print or Type Name:	PALLADIUM CAPITAL HAWAGONOWSTILLC
	Signed by: (if appropriate)	MANCOS A. RODRIGUEZ, HANAGING DINECE PALLADIUM CAPITAL HANAGENUSTIFIC By: Advisor to Pallapium Equity Pananons Tille
	Address:	The same of the sa

\$		
UNITED STATES BANKRUE NORTHERN DISTRICT OF I		
In re:		
STARFIRE SYSTE	MS, INC.,	Case No. 09-12989
	Debtor.	Chapter 11
FILED-BY DATE: 7/2		ING OR REJECTING DEBTOR'S IR 11 PLAN OF REORGANIZATION
YOU IF IT IS ACCEPTED B OF CLAIMS IN EACH CLAS EACH CLASS VOTING ON COURT MAY NEVERTHEL	Y THE HOLDERS OF TWO-T S AND THE HOLDERS OF TV THE PLAN. IN THE EVENT ESS CONFIRM THE PLAN I TO THE CLASS REJECTING	ONFIRMED BY THE COURT AND THEREBY MADE BINDING ON HIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER WO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN IT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE F THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND G IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE
(if equity security holder) The represented by Certificate(s) No.	e undersigned, the holder of, registered in	_ shares of (describe type) stock of the above-named Debtors, the name of
\$ (O() (TV) of (describe sec	curity) Sec. Sec. 17	of the above-named Debtors, with a stated maturity date of of (if applicable, bearing serial number(s)
(if holder of general claim) Th		ove-named Debtors in the unpaid principal amount of \$
(Check One):	ACCEPTS V R	EJECTS
the Plan for the reorganization	of the above-named Debtors.	
DATED: July 2	, 2010	
	Print or Type Name:	JAJEM GOILSE
	Signed by: (if appropriate)	By:
	Address:	As: J& Lyon, Place
RETURN THIS BALLOT ON	OR BEFORE: JULY 7, 2010	NO LATER THAN 5:00 P.M. (EST), TO:
		0/7),

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK	•
In re:	Case No. 09-12989
STARFIRE SYSTEMS, INC.,	Case No. 07-12707
Debtor.	Chapter 11
	CCEPTING OR REJECTING DEBTOR'S CHAPTER 11 PLAN OF REORGANIZATION
FILED-BY DATE: J. 1, 7, 2010	
YOU IF IT IS ACCEPTED BY THE HOLDERS OF OF CLAIMS IN EACH CLASS AND THE HOLDER EACH CLASS VOTING ON THE PLAN. IN THE COURT MAY NEVERTHELESS CONFIRM THE EQUITABLE TREATMENT TO THE CLASS REJAND RETURN THIS BALLOT. (if equity security holder) The undersigned, the holder represented by Certificate(s) No, regin for the property of the property	N BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER IS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND SECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE or of shares of (describe type) stock of the above-named Debtors, stered in the name of of the above-named Debtors, with a stated maturity date of the name of of the above-named Debtors, with a stated maturity date of the name of of the above-named Debtors, with a stated maturity date of the name of of the above-named Debtors, with a stated maturity date of the name of of the above-named Debtors, with a stated maturity date of the name of of the above-named Debtors, with a stated maturity date of the name of
	of the above-named Debtors in the unpaid principal amount of \$
(Check One): ACCEPTS	X REJECTS
the Plan for the reorganization of the above-named De	ebtors.
DATED: <u>G-17-20/0</u> , 2010	
Print or Type Nan Signed by: (if appropriate) Address:	By: As: 8 Pelly for Ct Pour Brook NJ 6705

RICHARD L. WEISZ, ESQ. **HODGSON RUSS LLP Attorneys for Debtor** 677 Broadway, Suite 301 Albany, New York 12207

(518) 465-2333

1) Convertable Seniar Secared Bridge Note

056420/00000 Litigation 7385109v1

UNITED STATES BANKRUPTO NORTHERN DISTRICT OF NE			
In re: STARFIRE SYSTEMS	5, INC., Debtor.		Case No. 09-12989 Chapter 11
	BALLOT FOR ACCEP		
FILED-BY DATE:			
YOU IF IT IS ACCEPTED BY TO OF CLAIMS IN EACH CLASS A EACH CLASS VOTING ON THE COURT MAY NEVERTHELES EQUITABLE TREATMENT TO AND RETURN THIS BALLOT.	THE HOLDERS OF TWO AND THE HOLDERS OF HE PLAN. IN THE EVE SS CONFIRM THE PLAN O THE CLASS REJECTI	D-THIRDS IN AMOUNTWO-THIRDS IN AMOUNT THE REQUISITED IN THE COURT FOR THE COURT FOR THE THE COURT FOR THE THE COURT FOR FOR THE COURT FOR THE COURT FOR THE COURT FOR THE COURT FOR THE	IE COURT AND THEREBY MADE BINDING ON NT AND MORE THAN ONE-HALF IN NUMBER MOUNT OF EQUITY SECURITY INTERESTS IN E ACCEPTANCES ARE NOT OBTAINED, THE INDS THAT THE PLAN ACCORDS FAIR AND YOUR VOTE COUNT YOU MUST COMPLETE
(if equity security holder) The urepresented by Certificate(s) No	indersigned, the holder of, registered	shares of (describe	e type) stock of the above-named Debtors,
(if bondholder, debenture holde	er, or other debt security	holder) The undersi	igned, the holder of (state unpaid principal amount) ve-named Debtors, with a stated maturity date of (if applicable, bearing serial number(s)
(if holder of general claim) The u	ndersigned, a creditor of the	above-named Debtors i	in the unpaid principal amount of \$
(Check One):	ACCEPTS X	REJECTS	
the Plan for the reorganization of	the above-named Debtors.	•	
DATED: 6-28-10, 20	010		
	Print or Type Name: Signed by: (if appropriate)	Richa By:	nd Saburro
	Address:	145 Chhr	rch St. Saratoga Springs, NY

UNITED STATES BANKRUPTO NORTHERN DISTRICT OF NE		
In re: STARFIRE SYSTEMS	, INC.,	Case No. 09-12989 Chapter 11
	Debtor.	
<u>I</u>	BALLOT FOR ACCEPTIN	NG OR REJECTING DEBTOR'S R 11 PLAN OF REORGANIZATION
FILED-BY DATE:		
YOU IF IT IS ACCEPTED BY TO OF CLAIMS IN EACH CLASS A EACH CLASS VOTING ON TO COURT MAY NEVERTHELES EQUITABLE TREATMENT TO AND RETURN THIS BALLOT. (if equity security holder) The security security holder)	THE HOLDERS OF TWO-TE AND THE HOLDERS OF TW HE PLAN. IN THE EVENT SS CONFIRM THE PLAN IF O THE CLASS REJECTING undersigned, the holder of	NFIRMED BY THE COURT AND THEREBY MADE BINDING OF HIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETING Shares of (describe type) stock of the above-named Debtors the name of
(if bondholder, debenture holde \$\frac{50}{16} \frac{050}{13} \tag{2509} \text{ (if applicable)}.	er, or other debt security holity) Cent Sr Secured Bridge Ale, registered in the name	Ider) The undersigned, the holder of (state unpaid principal amount of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the under Point (if applicable, bearing serial number(state)) (if applicable, bearing serial number(state))
(if holder of general claim) The u	indersigned, a creditor of the abo	ove-named Debtors in the unpaid principal amount of \$
(Check One):	ACCEPTS 🔀 RE	CJECTS
the Plan for the reorganization of DATED: $06/8$, 2		
	Print or Type Name: Signed by: (if appropriate) Address:	Counter Point Ventures Fund, LP Walter L. Robb As: General Partner
	A market with the	3000 Troy-Schenectedy Road Schenectedy, Nr 12309
RETURN THIS BALLOT ON O	R BEFORE: JULY 7, 2010,	NO LATER THAN 5:00 P.M. (EST), TO:

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK In re: Case No. 09-12989 STARFIRE SYSTEMS, INC., Chapter 11 Debtor. BALLOT FOR ACCEPTING OR REJECTING DEBTOR'S FIRST AMENDED CHAPTER 11 PLAN OF REORGANIZATION FILED-BY DATE: THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND EQUITABLE TREATMENT TO THE CLASS REJECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE AND RETURN THIS BALLOT. (if equity security holder) The undersigned, the holder of ____ shares of (describe type) _____ stock of the above-named Debtors, represented by Certificate(s) No. , registered in the name of (if bondholder, debenture holder, or other debt security holder) The undersigned, the holder of (state unpaid principal amount) \$ 25,000. of (describe security) Cov. 5 EN SEC BH. No THE of the above-named Debtors, with a stated maturity date of 10/27/09 (if applicable, registered in the name of 11ence of Macdon May (if applicable, bearing serial number(s) (if holder of general claim) The undersigned, a creditor of the above-named Debtors in the unpaid principal amount of \$_25000. ___ ACCEPTS X REJECTS the Plan for the reorganization of the above-named Debtors. DATED: JUNE 17 , 2010 HENRY J. MAC DORALD

Stry Mondonala /
By:
As: BEACON HIN DA. SARATOCA SPOS

NY 12866 Print or Type Name: Signed by: (if appropriate) Address:

RETURN THIS BALLOT ON OR BEFORE: <u>JULY 7, 2010</u>, <u>NO LATER THAN 5:00 P.M. (EST)</u>, TO:

UNITED STATES BANKRUP NORTHERN DISTRICT OF M				
In re:				
STARFIRE SYSTEM	AS, INC.,	Case No. 09-12989		
	Debtor.	Chapter 11		
FILED-BY DATE: July THE PLAN REFERRED TO D	FIRST AMENDED CHAPT LA 2010 N THIS BALLOT CAN BE C	FING OR REJECTING DEBTOR'S ER 11 PLAN OF REORGANIZATION ONFIRMED BY THE COURT AND THEREBY MADE BINDING ON		
OF CLAIMS IN EACH CLASS EACH CLASS VOTING ON COURT MAY NEVERTHELI	THE HOLDERS OF TWO- S AND THE HOLDERS OF T THE PLAN. IN THE EVEN ESS CONFIRM THE PLAN TO THE CLASS REJECTIN	THIRDS IN AMOUNT AND MORE THAN ONE HALF IN NUMBER WO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN IT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IG IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE		
(if equity security holder) The represented by Certificate(s) No.	undersigned, the holder of, registered in	shares of (describe type) stock of the above-named Debtors,		
(if boudholder, debenture hold	ier, or other deht security)	of the above-named Debtors, with a stated maturity date of of		
(if holder of general claim) The	undersigned, a creditor of the al	bove-named Debtors in the unpaid principal amount of \$ 95% 75.		
(Check One):	ACCEPTS _ R	REJECTS		
the Plan for the reorganization of DATED: July 2,				
,	Print or Type Name: Signed by: (if appropriate)	STANLEY BLANCHARD Stanley Blanchard		
Address: Scheneclady 114 12309				
RETURN THIS BALLOT ON O	R BEFORE: JULY 7, 2010	. NO LATER THAN 5:00 P.M. (EST), TO:		
	HO Att 677 Alb	CHARD L. WEISZ, ESQ. DGSON RUSS LLP orneys for Debtor Broadway, Suite 301 sany, New York 12207 8) 465-2333		

056420/00000 Litigation 7385109v1

UNITED STATES BANKRUPTCY NORTHERN DISTRICT OF NEW			<i></i> ,
In re: STARFIRE SYSTEMS, IN	ıc	Case N	о. 09-12989
STARFIRE STSTEMS, II	Debtor.	Chapte	er 11
	BALLOT FOR ACCEPTIN ST AMENDED CHAPTER		
FILED-BY DATE:			
YOU IF IT IS ACCEPTED BY TH OF CLAIMS IN EACH CLASS AN EACH CLASS VOTING ON THE COURT MAY NEVERTHELESS EQUITABLE TREATMENT TO AND RETURN THIS BALLOT.	E HOLDERS OF TWO-TH D THE HOLDERS OF TWO PLAN. IN THE EVENT CONFIRM THE PLAN IF THE CLASS REJECTING	IRDS IN AMOUNT AND D-THIRDS IN AMOUNT I'HE REQUISITE ACCE THE COURT FINDS TI IT. TO HAVE YOUR V	AT AND THEREBY MADE BINDING ON MORE THAN ONE-HALF IN NUMBER OF EQUITY SECURITY INTERESTS IN APPROVED ARE NOT OBTAINED, THE HAT THE PLAN ACCORDS FAIR AND YOTE COUNT YOU MUST COMPLETE Stock of the above-named Debtors.
represented by Certificate(s) No.	ersigned, the holder of, registered in th	e name of	stock of the above-named Debtors
\$ of (describe security) (if applicable, (if holder of general claim) The und	registered in the name of the aboversigned, a creditor of the above	f of the above-named f) ve-named Debtors in the un	e holder of (state unpaid principal amount Debtors, with a stated maturity date o (if applicable, bearing serial number(spaid principal amount of \$375
(Check One):	$ \mathcal{O}_{ACCEPTS} \underline{\qquad}_{RE} $	JECTS .	
(Check One): the Plan for the reorganization of the	le above-named Debtors.	• .	
DATED: 6, 15, 10, 201			
	Print or Type Name:	UPS Frei	ght
	Signed by: (if appropriate)	By: caroly	Necho wagana
	Address:		United Parcel Services/Freight c/o RMS Bankruptcy Services
RETURN THIS BALLOT ON OR	BEFORE: JULY 7, 2010,	NO LATER THAN 5:00	PO Box 4396 Timonium, MD 21094
	HOI	HARD L. WEISZ, ESQ. DGSON RUSS LLP rneys for Debtor	

677 Broadway, Suite 301 Albany, New York 12207 (518) 465-2333

UNITED STATES BANKRUPTC NORTHERN DISTRICT OF NEV		
In re:	-	Case No. 09-12989
STARFIRE SYSTEMS,	INC.,	Case No. 09-12909
	Debtor.	Chapter 11
<u>F</u>	BALLOT FOR ACCEPTING (IRST AMENDED CHAPTER 11	OR REJECTING DEBTOR'S PLAN OF REORGANIZATION
FILED-BY DATE:		
YOU IF IT IS ACCEPTED BY T OF CLAIMS IN EACH CLASS A EACH CLASS VOTING ON TH COURT MAY NEVERTHELESS	HE HOLDERS OF TWO-THIR ND THE HOLDERS OF TWO-7 E PLAN. IN THE EVENT TH S CONFIRM THE PLAN IF TI	RMED BY THE COURT AND THEREBY MADE BINDING ON DS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN IE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE HE COURT FINDS THAT THE PLAN ACCORDS FAIR AND . TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE
(if equity security holder) The unrepresented by Certificate(s) No.	ndersigned, the holder of sha , registered in the n	ares of (describe type) stock of the above-named Debtors, name of
(if bondholder, debenture holder \$ of (describe securit (if applicable).	y, or other debt security holder y), registered in the name of	The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of
(if holder of general claim) The un	idersigned, a creditor of the above-	named Debtors in the unpaid principal amount of \$\frac{1161}{000}.
(Check One):	ACCEPTS REJECT	CTS
the Plan for the reorganization of		
DATED:, 20	10	
	Print or Type Name:	United Parcel Services
	Signed by: (if appropriate)	By: CAROLYD WAGAHA As: AGEST
	Address:	United Parcel Services c/o RMS Bankruptcy Services
RETURN THIS BALLOT ON O	R BEFORE: <u>JULY 7, 2010, NO</u>	D LATER THAN 5:00 PO Box 4396 Timonium, MD 21094
	HODG	ARD L. WEISZ, ESQ. SON RUSS LLP evs for Debtor

UNITED STATES BANKRUPTCY NORTHERN DISTRICT OF NEW		
In re: STARFIRE SYSTEMS, I	NC., Debtor.	Case No. 09-12989 Chapter 11
	RST AMENDED CHAPTER	GOR REJECTING DEBTOR'S 11 PLAN OF REORGANIZATION
THE PLAN REFERRED TO IN THE YOU IF IT IS ACCEPTED BY THE OF CLAIMS IN EACH CLASS AN EACH CLASS VOTING ON THE COURT MAY NEVERTHELESS EQUITABLE TREATMENT TO AND RETURN THIS BALLOT. (if equity security holder) The underline of the country of the security holder)	HIS BALLOT CAN BE CON E HOLDERS OF TWO-TH D THE HOLDERS OF TWO-TH PLAN. IN THE EVENT CONFIRM THE PLAN IF THE CLASS REJECTING	FIRMED BY THE COURT AND THEREBY MADE BINDING ON IRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER O-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE Shares of (describe type) stock of the above-named Debtors
represented by Certificate(s) No(if bondholder, debenture holder,	, registered in th	der) The undersigned, the holder of (state unpaid principal amount of the above-named Debtors, with a stated maturity date of) (if applicable, bearing serial number(s
	ersigned, a creditor of the above	ve-named Debtors in the unpaid principal amount of \$ 33,912.95.
	X ACCEPTS RE.	•
the Plan for the reorganization of th	e above-named Debtors.	
DATED: JUNE 27 , 2010)	
1	Print or Type Name:	BAKER ASSOCIATES
	Signed by: (if appropriate)	By:
4	Address:	LA QUINTA CA 92253
DETUDNITING DALLOT ON OD I	DEEODE. THE SET SOLO	NOTATED BUILDING AS DAK (FIGH) MA

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK				
In re:		Case No. 09-12989		
STARFIRE SYSTE	EMS, INC.,	Chapter 11		
	Debtor.	Спартет 11		
		NG OR REJECTING DEBTOR'S R 11 PLAN OF REORGANIZATION		
FILED-BY DATE:				
YOU IF IT IS ACCEPTED IT OF CLAIMS IN EACH CLASS VOTING ON COURT MAY NEVERTHE EQUITABLE TREATMENT AND RETURN THIS BALLO (if equity security holder) Trepresented by Certificate(s) Notice (if bondholder, debenture holder)	BY THE HOLDERS OF TWO-THESS AND THE HOLDERS OF TWO IN THE PLAN. IN THE EVENT LESS CONFIRM THE PLAN IN TO THE CLASS REJECTING OT. The undersigned, the holder of, registered in toolder, or other debt security home.	PARTIEMED BY THE COURT AND THEREBY MADE BINDING ON HIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER VO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE FITHE COURT FINDS THAT THE PLAN ACCORDS FAIR AND GIT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE shares of (describe type) stock of the above-named Debtors the name of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors.		
(if holder of general claim) T	he undersigned, a creditor of the abo	ove-named Debtors in the unpaid principal amount of \$ 10,5/2.		
(Check One):	X ACCEPTS RI			
the Plan for the reorganization	on of the above-named Debtors.			
DATED: June 22				
	Print or Type Name:	PAUL CHAYKA		
	Signed by:	Paul Chayka		
	(if appropriate)	By: President, MS+E Resources		
	Address:	As: President, MS+E Resources 31 CORTLAND DR		
		NEW MILFURD CT 06776		
RETURN THIS BALLOT O	N OR BEFORE: JULY 7, 2010.	NO LATER THAN 5:00 P.M. (EST), TO:		

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK	
In re: STARFIRE SYSTEMS, INC., Debtor.	Case No. 09-12989 Chapter 11
FIRST AMENDED C	CCEPTING OR REJECTING DEBTOR'S HAPTER 11 PLAN OF REORGANIZATION
YOU IF IT IS ACCEPTED BY THE HOLDERS OF OF CLAIMS IN EACH CLASS AND THE HOLDERS EACH CLASS VOTING ON THE PLAN. IN THE COURT MAY NEVERTHELESS CONFIRM THE I EQUITABLE TREATMENT TO THE CLASS REJIAND RETURN THIS BALLOT.	BE CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON IWO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER SOF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN EVENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE PLAN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND ECTING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE of shares of (describe type) stock of the above-named Debtors, tered in the name of
(if bondholder, debenture holder, or other debt sectified by the security) (if applicable, registered in the).	urity holder) The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of name of (if applicable, bearing serial number(s)
(if holder of general claim) The undersigned, a creditor of (Check One): ACCEPTS the Plan for the reorganization of the above-named Del	
DATED: 6/17, 2010	
Print or Type Name Signed by: (if appropriate) Address:	E: Kathleen L. Winckler X & in L Winckler By: As: 5 McCrea Hier Rd. Ballsta Spa NY 12020

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK	
In re: STARFIRE SYSTEMS, INC., Debtor.	Case No. 09-12989 Chapter 11
	IG OR REJECTING DEBTOR'S 11 PLAN OF REORGANIZATION
FILED-BY DATE:	
YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-TH OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO EACH CLASS VOTING ON THE PLAN. IN THE EVENT COURT MAY NEVERTHELESS CONFIRM THE PLAN IF EQUITABLE TREATMENT TO THE CLASS REJECTING AND RETURN THIS BALLOT. (if equity security holder) The undersigned, the holder of registered in the class reg	SHERMED BY THE COURT AND THEREBY MADE BINDING ON BIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER O-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE shares of (describe type) stock of the above-named Debtors, are name of der) The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of
(if holder of general claim) The undersigned, a creditor of the above	ve-named Debtors in the unpaid principal amount of \$
(Check One): ACCEPTS RE-	
the Plan for the reorganization of the above-named Debtors.	
DATED: 3 July ,2010	
Print or Type Name: Signed by: (if appropriate) Address:	hilliam H. Thielking hills Thielking By: As: Po Box 122, Lake Plrasant Ny 12108
A MULT USS	1 200

UNITED STATES BANKRUP' NORTHERN DISTRICT OF N		
In re: STARFIRE SYSTEM	1S, INC., Debtor.	Case No. 09-12989 Chapter 11
FILED-BY DATE: 7/2/1	FIRST AMENDED CHAP	TING OR REJECTING DEBTOR'S FER 11 PLAN OF REORGANIZATION
THE PLAN REFERRED TO IT YOU IF IT IS ACCEPTED BY OF CLAIMS IN EACH CLASS EACH CLASS VOTING ON TO COURT MAY NEVERTHELI EQUITABLE TREATMENT TAND RETURN THIS BALLOT	N THIS BALLOT CAN BE OF THE HOLDERS OF TWO S AND THE HOLDERS OF THE PLAN. IN THE EVE ESS CONFIRM THE PLAN TO THE CLASS REJECTION.	CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON -THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN NT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND NG IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE shares of (describe type) stock of the above-named Debtors, in the name of
(if bondholder, debenture hole	der, or other debt security	holder) The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of e of (if applicable, bearing serial number(s)
	e undersigned, a creditor of the ACCEPTS	above-named Debtors in the unpaid principal amount of \$\(\frac{2}{0.075.00}\).
(Check One):		
the Plan for the reorganization DATED: $0.7/0.2/0.00$		
	Print or Type Name: Signed by: (if appropriate) Address:	By: Director-Corp Credit As: 17425 NE Union Hill Rd Radmond, WH 98052
RETURN THIS BALLOT ON	OR BEFORE: JULY 7, 201	0, NO LATER THAN 5:00 P.M. (EST), TO:

NORTHERN DISTRICT OF N		
In re:		Case No. 09-12989
STARFIRE SYSTEM	S, INC.,	
	Debtor.	Chapter 11
		G OR REJECTING DEBTOR'S 11 PLAN OF REORGANIZATION
FILED-BY DATE:		
YOU IF IT IS ACCEPTED BY OF CLAIMS IN EACH CLASS EACH CLASS VOTING ON TOURT MAY NEVERTHELE	THE HOLDERS OF TWO-THE AND THE HOLDERS OF TWO THE PLAN. IN THE EVENT TO SS CONFIRM THE PLAN IF TO THE CLASS REJECTING 1	FIRMED BY THE COURT AND THEREBY MADE BINDING ON IRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER O-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE
(if equity security holder) The represented by Certificate(s) No.	undersigned, the holder of, registered in the	shares of (describe type) stock of the above-named Debtors, e name of
(if bondholder, debenture hold \$ of (describe secu (if applicate).	ler, or other debt security hold arity)	der) The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of
(if holder of general claim) The (Check One):	undersigned, a creditor of the abov	ve-named Debtors in the unpaid principal amount of \$ 3, 955-50
the Plan for the reorganization of		
DATED: JUNE 21,		
	Print or Type Name: Signed by: (if appropriate) Address:	By: DANIEL M. GLOSBAND AS: PARTNER BY: EXCHANGE PLACE BOSTON, MA 02109
RETURN THIS BALLOT ON C	OR BEFORE: JULY 7, 2010, 1	NO LATER THAN 5:00 P.M. (EST), TO:

RICHARD L. WEISZ, ESQ. HODGSON RUSS LLP **Attorneys for Debtor** 677 Broadway, Suite 301

Albany, New York 12207

(518) 465-2333

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK	9
In re:	Case No. 09-12989
STARFIRE SYSTEMS, INC.,	Chapter 11
Debtor.	
BALLOT FOR ACCEPTING FIRST AMENDED CHAPTER 1	OR REJECTING DEBTOR'S 1 PLAN OF REORGANIZATION
FILED-BY DATE: Debtor/June 4, 2010	I FLAN OF REORGANIZATION
THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFI YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIR OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE EQUITABLE TREATMENT TO THE CLASS REJECTING IT AND RETURN THIS BALLOT. (if equity security holder) The undersigned, the holder of sharperseented by Certificate(s) No, registered in the number of (if bondholder, debenture holder, or other debt security holder \$ of (describe security) (if applicable, registered in the name of).	THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE HE COURT FINDS THAT THE PLAN ACCORDS FAIR AND TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE ares of (describe type) stock of the above-named Debtors name of
(if holder of general claim) The undersigned, a creditor of the above-	
(Check One): ACCEPTSx REJEC	CTS
he Plan for the reorganization of the above-named Debtors.	
DATED: <u>June</u> , 29, 2010	
Print or Type Name:	Hiscock & Barlcay, LLP
Signed by:	- Colle
(if appropriate)	By: J. Eric Charlton, Esq. As: Attorney for Stuart H. Brody
Address:	300 S. State Street Syracuse, NY 13202-2078
•	byracuse, Nr 13202-2078

UNITED STATES BANKRUPTCY NORTHERN DISTRICT OF NEW	COURT YORK						
In re:				Case No. 0	9-12989		
STARFIRE SYSTEMS,	INC.,			Chapter 11	ı		
	Debtor.			Chapter 1.	•		
<u>r</u> i	BALLOT FOR ACCE	PTING OR PTER 11 PI	REJECTI AN OF RE	NG DEBTOE CORGANIZA	<u>R'S</u> ATION		·
FILED-BY DATE:							
THE PLAN REFERRED TO IN T YOU IF IT IS ACCEPTED BY TO OF CLAIMS IN EACH CLASS A EACH CLASS VOTING ON TH COURT MAY NEVERTHELESS EQUITABLE TREATMENT TO AND RETURN THIS BALLOT.	HE HOLDERS OF TW ND THE HOLDERS OF E PLAN. IN THE EV S CONFIRM THE PLA THE CLASS REJECT	F TWO-THE ENT THE AN IF THE FING IT.	IN AMOU IRDS IN AI REQUISIT COURT F TO HAVE	MOUNT OF TE ACCEPTATIONS THAT YOUR VOT	EQUITY SE ANCES ARE I THE PLAI E COUNT Y	CURITY INTE NOT OBTAIN ACCORDS F YOU MUST CO	RESTS IN NED, THE 'AIR AND OMPLETE
(if equity security holder) The us represented by Certificate(s) No.	ndersigned, the holder of	shares	of (describe of	pe type)	stock of	the above-name	ed Debtors,
(if bondholder, debenture holder \$ of (describe securit (if applicable			1		-13# (atat	unpaid princip a stated maturi bearing serial	al amount) ty date of number(s)
(if holder of general claim) The un	ndersigned, a creditor of t	he above-nar	ned Debtors	in the unpaid	l principal amo	3, <u>926_</u> \$ to tauc	00
(Check One):	ACCEPTS X	_ REJECT	S				
the Plan for the reorganization of	the above-named Debto	rs.					
DATED: July 7 , 20							
,	Print or Type Name:		FA	ANK	E. An	<u>voersan</u>	
	Signed by: (if appropriate)		By:	Dear in	Freder Th		MB, INC
	Address:		As:	enecho)	Soy, NY		
RETURN THIS BALLOT ON O	р вероре: ЛП.У.7.	2010 - NO I	ATER TH	AN 5:00 P.M	L (<u>EST),</u> TO:		
RETURN THIS BALLOT ON O	KILLOKE. HUDI (1.	RICHARI HODGSO Attorneys 677 Broad	D L. WEIS: ON RUSS LI for Debtor Iway, Suite (ew York 1	Z, ESQ. LP 301			

(518) 465-2333

056420/00000 Litigation 7385109v1

UNITED STATES BANKRUP NORTHERN DISTRICT OF N		5
In re:		Case No. 09-12989
STARFIRE SYSTEM	MS, INC., Debtor.	Chapter 11
		NG OR REJECTING DEBTOR'S R 11 PLAN OF REORGANIZATION
FILED-BY DATE:	THE STREET OF TH	
YOU IF IT IS ACCEPTED BY OF CLAIMS IN EACH CLASS EACH CLASS VOTING ON COURT MAY NEVERTHELY EQUITABLE TREATMENT AND RETURN THIS BALLOT	Y THE HOLDERS OF TWO-TH S AND THE HOLDERS OF TWO THE PLAN. IN THE EVENT ESS CONFIRM THE PLAN IF TO THE CLASS REJECTING I.	NFIRMED BY THE COURT AND THEREBY MADE BINDING ON IIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER O-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE
(if equity security holder) The represented by Certificate(s) No.	e undersigned, the holder of, registered in th	shares of (describe type) stock of the above-named Debtors, the name of
(if bondholder, debenture hol \$ of (describe sec (if applica).	der, or other debt security hole urity)	der) The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of f) (if applicable, bearing serial number(s)
(if holder of general claim) The	e undersigned, a creditor of the above	ve-named Debtors in the unpaid principal amount of \$ 3,550.0(.
(Check One):	ACCEPTS X REJ	JECTS
the Plan for the reorganization DATED: July 2,		
	Print or Type Name:	JOHN E. OKONSKI
	Signed by: (if appropriate)	By: As:
	Address:	120 Middle burgh Street
RETURN THIS BALLOT ON	OR BEFORE: JULY 7, 2010,	NO LATER THAN 5:00 P.M. (EST), TO:
	RICE	HARD I. WEISZ, ESO

HODGSON RUSS LLP **Attorneys for Debtor** 677 Broadway, Suite 301 Albany, New York 12207 (518) 465-2333

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK	
In re:	Case No. 09-12989
STARFIRE SYSTEMS, INC.,	Chapter 11
Debtor.	
	G OR REJECTING DEBTOR'S 11 PLAN OF REORGANIZATION
FILED-BY DATE:	
YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-TH OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO EACH CLASS VOTING ON THE PLAN. IN THE EVENT COURT MAY NEVERTHELESS CONFIRM THE PLAN IF EQUITABLE TREATMENT TO THE CLASS REJECTING AND RETURN THIS BALLOT. (if equity security holder) The undersigned, the holder of registered in the (if bondholder, debenture holder, or other debt security holder).	SFIRMED BY THE COURT AND THEREBY MADE BINDING ON IRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER O-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE shares of (describe type) stock of the above-named Debtors, he name of der) The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of (if applicable, bearing serial number(s)
(if holder of general claim) The undersigned, a creditor of the above	ve-named Debtors in the unpaid principal amount of \$ 100,000.
(Check One): ACCEPTS RE-	JECTS
the Plan for the reorganization of the above-named Debtors. DATED:	
Print or Type Name: Signed by:	Patricia A. Maguire Patricia A. Maguire
(if appropriate)	By: As: COO, Albany-Colonie Regional Chaliber
Address:	of Commerce

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK	
In re:	Case No. 09-12989
STARFIRE SYSTEMS, INC.,	
Debtor.	Chapter 11
BALLOT FOR ACCEPTING FIRST AMENDED CHAPTER 11	
FILED-BY DATE:	
THE PLAN REFERRED TO IN THIS BALLOT CAN BE CONFI YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIR OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-EACH CLASS VOTING ON THE PLAN. IN THE EVENT THE COURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE EQUITABLE TREATMENT TO THE CLASS REJECTING IT AND RETURN THIS BALLOT.	DS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER IN AMOUNT OF EQUITY SECURITY INTERESTS IN HE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE HE COURT FINDS THAT THE PLAN ACCORDS FAIR AND
(if equity security holder) The undersigned, the holder of share represented by Certificate(s) No, registered in the n	ares of (describe type) stock of the above-named Debtors, ame of
(if bondholder, debenture holder, or other debt security holder \$ 13.38 of (describe security) (if applicable, registered in the name of).	The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of (if applicable, bearing serial number(s)
(if holder of general claim) The undersigned, a creditor of the above-	named Debtors in the unpaid principal amount of \$
(Check One): ACCEPTS REJEC	CTS
the Plan for the reorganization of the above-named Debtors.	
DATED:	- ·
Print or Type Name:	Donna Comerick
Signed by: (if appropriate)	By: V.P.
Address:	1107 Loudon Rd. Cohves NY
RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010, NO	DLATER THAN 5:00 P.M. (EST), TO: 12047

UNITED STATES BANKRUPTC NORTHERN DISTRICT OF NEV		
In re:		Case No. 09-12989
STARFIRE SYSTEMS,	INC.,	
	Debtor.	Chapter 11
<u>F</u> 1		NG OR REJECTING DEBTOR'S R 11 PLAN OF REORGANIZATION
FILED-BY DATE:		
YOU IF IT IS ACCEPTED BY TOF CLAIMS IN EACH CLASS A EACH CLASS VOTING ON THE COURT MAY NEVERTHELESS EQUITABLE TREATMENT TO AND RETURN THIS BALLOT. (if equity security holder) The unrepresented by Certificate(s) No (if bondholder, debenture holder	THE HOLDERS OF TWO-TI ND THE HOLDERS OF TW IE PLAN. IN THE EVENT S CONFIRM THE PLAN IF THE CLASS REJECTING Indersigned, the holder of, registered in terms, or other debt security ho	NFIRMED BY THE COURT AND THEREBY MADE BINDING ON HIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER WO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE shares of (describe type) stock of the above-named Debtors, the name of older) The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of of (if applicable, bearing serial number(s)
(if holder of general claim). The un	odersianed a creditor of the abo	ove-named Debtors in the unpaid principal amount of \$_66,943.00
	ACCEPTS X RE	
the Plan for the reorganization of	the above-named Debtors.	
DATED: July 2,20	10	
	Print or Type Name: Signed by: (if appropriate) Address:	CARTER DELUCA FARRELL & SCHMIDT, LL By: FARMIND E FARRELL AS: PAZTNEZ 445 BROAD HILLOW RD. STE. 420 MELVILEE, NY 11747
RETURN THIS BALLOT ON OR	BEFORE: JULY 7, 2010,	NO LATER THAN 5:00 P.M. (EST), TO:

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK	
In re: STARFIRE SYSTEMS, INC., Debtor.	Case No. 09-12989 Chapter 11
Deutor.	
	PTING OR REJECTING DEBTOR'S PTER 11 PLAN OF REORGANIZATION
FILED-BY DATE: Debtor/June 4, 2010	
YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO OF CLAIMS IN EACH CLASS AND THE HOLDERS OF EACH CLASS VOTING ON THE PLAN. IN THE EVY COURT MAY NEVERTHELESS CONFIRM THE PLA EQUITABLE TREATMENT TO THE CLASS REJECT AND RETURN THIS BALLOT. (if equity security holder) The undersigned, the holder of	CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON D-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN ENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE N IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND ING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE shares of (describe type) stock of the above-named Debtors,
represented by Certificate(s) No, registered	l in the name of
(if bondholder, debenture holder, or other debt security of (describe security) (if applicable, registered in the nar).	wholder) The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of the of) (if applicable, bearing serial number(s)
(if holder of general claim) The undersigned, a creditor of the	e above-named Debtors in the unpaid principal amount of \$\frac{2,421.00}{
(Check One): ACCEPTS _x	REJECTS
the Plan for the reorganization of the above-named Debtors	5.
DATED: June 29, ,2010	
Print or Type Name: Signed by: (if appropriate) Address:	Hiscock & Barolay, LLP By: J. Eric Charlton As: Attorney for Hiscock & Barclay 300 S. State St. Syracuse, NY 13202-2078
RETURN THIS BALLOT ON OR BEFORE: <u>JULY 7, 20</u>	10 , NO LATER THAN 5:00 P.M. (EST), TO:

UNITED STATES BANKRUPT NORTHERN DISTRICT OF N		
In re:		
STARFIRE SYSTEMS	, INC.,	Case No. 09-12989
	Debtor.	Chapter 11
FILED-BY DATE: 7/7	FIRST AMENDED CHA	EPTING OR REJECTING DEBTOR'S APTER 11 PLAN OF REORGANIZATION
THE PLAN REFERRED TO IN YOU IF IT IS ACCEPTED BY OF CLAIMS IN EACH CLASS A EACH CLASS VOTING ON TO COURT MAY NEVERTHELES	THIS BALLOT CAN B THE HOLDERS OF TW AND THE HOLDERS O HE PLAN, IN THE EN IS CONFIRM THE PL	E CONFIRMED BY THE COURT AND THEREBY MADE BINDING ON VO-THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER OF TWO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN VENT THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE AN IF THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND TING IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE
represented by Certificate(s) No (if bondholder, debenture hold	er, or other debt secur	f shares of (describe type) stock of the above-named Debtors, ed in the name of rity holder) The undersigned, the holder of (state unpaid principal amount of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, with a stated maturity date of the above-named Debtors, which are the above-named Debtors are the above-named Debtors and the above-named Debtors are
(If holder of general claim) The u	ndersigned, a creditor of t	he above-named Debtors in the unpaid principal amount of \$_3444.60 REJECTS
DATED: JULY 7, 2		Dra.
	Print or Type Name: Signed by: (if appropriate) Address:	SAVAGE LAW FIRM, P.C. By: RALPH M. SAVAGE AS: PRESIDENT P.O. BOX 1160, 450 SCHAUBER ROAD BALLSTON LAKE, NY 12019
RETURN THIS BALLOT ON O	R BEFORE: JULY 7.	2010 . NO LATER THAN 5:00 P.M. (EST). TO:
056420/00000 Litigation 7385109v	, To:	RICHARD L. WEISZ, ESQ. HODGSON RUSS LLP Attorneys for Debtor 677 Brondway, Suite 301 Albany, New York 12207 (518) 465-2333 RICHARD L. WEISZ RICHARD L. WEISZ FAX No. 518-465-1567

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK	
In re:	Case No. 09-12989
STARFIRE SYSTEMS, INC.,	Chapter 11
Debtor.	Shaper 22
	NG OR REJECTING DEBTOR'S R 11 PLAN OF REORGANIZATION
THE PLAN REFERRED TO IN THIS BALLOT CAN BE CO YOU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-TY OF CLAIMS IN EACH CLASS AND THE HOLDERS OF TWEACH CLASS VOTING ON THE PLAN. IN THE EVENT COURT MAY NEVERTHELESS CONFIRM THE PLAN IN	NFIRMED BY THE COURT AND THEREBY MADE BINDING ON HIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER WO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE F THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE
(if equity security holder) The undersigned, the holder of, registered in t	shares of (describe type) stock of the above-named Debtors, the name of
(if bondholder, debenture holder, or other debt security hospital of (describe security) (if applicable, registered in the name).	of the above-named Debtors, with a stated maturity date of of (if applicable, bearing serial number(s)
•	ove-named Debtors in the unpaid principal amount of \$964,517.78
(Check One): ACCEPTS RI	EJECTS
the Plan for the reorganization of the above-named Debtors.	
DATED: July 6, 2010	· · · · · · · · · · · · · · · · · · ·
Print or Type Name:	MICHAZL J. OCCELLINI
Signed by: (if appropriate)	By: UNITED STEP I, LLC
Address:	300 Jordan Rd., TROY, N.Y.
RETURN THIS BALLOT ON OR BEFORE: JULY 7, 2010 ,	' ()

5019

UNITED STATES BANKRUP NORTHERN DISTRICT OF N		
In re:	,	*
STARFIRE SYSTEM	MS, INC.,	Case No. 09-12989
	Debtor.	Chapter 11
		NG OR REJECTING DEBTOR'S R 11 PLAN OF REORGANIZATION
FILED-BY DATE:		
YOU IF IT IS ACCEPTED B OF CLAIMS IN EACH CLAS EACH CLASS VOTING ON COURT MAY NEVERTHEL EQUITABLE TREATMENT	Y THE HOLDERS OF TWO-TI IS AND THE HOLDERS OF TW THE PLAN. IN THE EVENT JESS CONFIRM THE PLAN II TO THE CLASS REJECTING	NFIRMED BY THE COURT AND THEREBY MADE BINDING ON HIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER VO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE F THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE
(if equity security holder) The represented by Certificate(s) No.	te undersigned, the holder of $\frac{10^{10}}{10^{10}}$, registered in t	Series A Convertable Preferred Stock of the above-named Debtors, he name of John OKONSKI.
(if bondholder, debenture ho	lder, or other debt security ho	The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of of) (if applicable, bearing serial number(s)
		ove-named Debtors in the unpaid principal amount of \$ /00,500.00.
(Check One):	ACCEPTS VR	EJECTS
the Plan for the reorganization DATED: / July		
	Print or Type Name:	John E. OKONSKI
	Signed by: (if appropriate)	By: TROY Boller Works As: 2800 - 7th ove.
	Address:	Troy N. 1/2180
RETURN THIS BALLOT ON	OR BEFORE: JULY 7, 2010,	NO LATER THAN 5:00 P.M. (EST), TO:
	HO Atto 677 Alb	CHARD L. WEISZ, ESQ. DGSON RUSS LLP orneys for Debtor Broadway, Suite 301 any, New York 12207 8) 465-2333

UNITED STATES BANKRUPTO NORTHERN DISTRICT OF NE		
In re:		Case No. 09-12989
STARFIRE SYSTEMS	, INC.,	
	Debtor.	Chapter 11
Ī		NG OR REJECTING DEBTOR'S R 11 PLAN OF REORGANIZATION
FILED-BY DATE:		
YOU IF IT IS ACCEPTED BY TO OF CLAIMS IN EACH CLASS A EACH CLASS VOTING ON THE COURT MAY NEVERTHELES EQUITABLE TREATMENT TO AND RETURN THIS BALLOT. (if equity security holder) The unrepresented by Certificate(s) No (if bondholder, debenture holde \$25,000 of (describe security holder) applicable of (describe security holder).	THE HOLDERS OF TWO-TI AND THE HOLDERS OF TW HE PLAN. IN THE EVENT IS CONFIRM THE PLAN II THE CLASS REJECTING Indersigned, the holder of, registered in the name The convertible Note in the name in the	NFIRMED BY THE COURT AND THEREBY MADE BINDING ON HIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER TO-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE FITHE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE shares of (describe type) stock of the above-named Debtors, he name of stock of the above-named Debtors, with a stated maturity date of of the above-named Debtors, with a stated maturity date of (if applicable, bearing serial number(s) ove-named Debtors in the unpaid principal amount of \$ EJECTS
, ,		WEELS.
the Plan for the reorganization of DATED: JUNE 18, 20		
	Print or Type Name: Signed by: (if appropriate) Address:	KARI W. BROEKHUIZEN SUB ROEKHUIZEN By: As: 310 MINER ROAD PORTER CORNERS, NY 12869-1743
RETURN THIS BALLOT ON O	R BEFORE: <u>JULY 7, 2010</u> ,	NO LATER THAN 5:00 P.M. (EST), TO:

056420/00000 Litigation 7385109v1

UNITED STATES BANKRUPTCY COURT NORTHERN DISTRICT OF NEW YORK	
In re: STARFIRE SYSTEMS, INC., Debtor.	Case No. 09-12989 Chapter 11
BALLOT FOR ACCEPTING OF FIRST AMENDED CHAPTER 11	
FILED-BY DATE:	
(if bondholder, debenture holder, or other debt security holder) of (describe security) (if applicable, registered in the name of).	The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of (if applicable, bearing serial number(s))
(if holder of general claim) The undersigned, a creditor of the above-	named Debtors in the unpaid principal amount of \$
(Check One): ACCEPTS REJEC	CTS
the Plan for the reorganization of the above-named Debtors.	
DATED: July 6, 2010	MANCOS A. RODRIOUS, MANAGING DIREJON
Print or Type Name: Signed by: (if appropriate)	MANCOS A. RODRIOUS, MANAGING DIRESON PALLADIUM CAPITAL MANAGONOSTI, CLC By: Advisor to Palladium Equity Panshay III, LP
Address:	MAMADIUM EQUEY L'ANTADU III, LP

ORTHERN DISTRICT OF NEW YORK	
ı re:	Case No. 09-12989
STARFIRE SYSTEMS, INC.,	Case No. 07-12989
Debtor.	Chapter 11
BALLOT FOR ACCEPTING OR FIRST AMENDED CHAPTER 11 PL	REJECTING DEBTOR'S AN OF REORGANIZATION
ILED-BY DATE:	
OU IF IT IS ACCEPTED BY THE HOLDERS OF TWO-THIRDS F CLAIMS IN EACH CLASS AND THE HOLDERS OF TWO-THI ACH CLASS VOTING ON THE PLAN. IN THE EVENT THE I OURT MAY NEVERTHELESS CONFIRM THE PLAN IF THE QUITABLE TREATMENT TO THE CLASS REJECTING IT. T NO RETURN THIS BALLOT. Tequity security holder) The undersigned, the holder of shares presented by Certificate(s) No, registered in the name	REDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE
bondholder, debenture holder, or other debt security holder) of (describe security) o (if applicable, registered in the name of).	The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of the above-named (if applicable, bearing serial number(s)
holder of general claim) The undersigned, a creditor of the above-name	ed Debtors in the unpaid principal amount of \$
(Check One): ACCEPTS X REJECTS	
e Plan for the reorganization of the above-named Debtors.	·
ATED: 7/6/, 2010	
Print or Type Name:	Bonnie Singer
	By: Bannie Singer B
Address:	As:
TURN THIS BALLOT ON OR BEFORE: <u>JULY 7, 2010, NO LA</u>	TTP TWAN 6 AA DAG GEORGE
TOTAL DELLOT ON OR BEFORE: JULI /, 2010, NO LA	LER THAN 5:00 P.M. (EST), TO:

056420/00000 Litigation 7385109v1

UNITED STATES BANKRUI NORTHERN DISTRICT OF		
In re:		Case No. 09-12989
STARFIRE SYSTEMS, INC., Debtor.		Chapter 11
		NG OR REJECTING DEBTOR'S R 11 PLAN OF REORGANIZATION
FILED-BY DATE:		
YOU IF IT IS ACCEPTED BOF CLAIMS IN EACH CLASS EACH CLASS VOTING ON COURT MAY NEVERTHEI EQUITABLE TREATMENT AND RETURN THIS BALLO (if equity security holder) The represented by Certificate(s) No (if bondholder, debenture holder)	SY THE HOLDERS OF TWO-TE SS AND THE HOLDERS OF TW THE PLAN. IN THE EVENT LESS CONFIRM THE PLAN IF TO THE CLASS REJECTING OT. The undersigned, the holder of, registered in the	NFIRMED BY THE COURT AND THEREBY MADE BINDING ON HIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBER O-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS IN THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE THE COURT FINDS THAT THE PLAN ACCORDS FAIR AND IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLETE shares of (describe type) stock of the above-named Debtors, he name of Ider) The undersigned, the holder of (state unpaid principal amount) of the above-named Debtors, with a stated maturity date of
(if applic	cable, registered in the name of	of the above-named Debtors, with a stated maturity date of of) (if applicable, bearing serial number(s)
	ne undersigned, a creditor of the abo	ove-named Debtors in the unpaid principal amount of \$76,993.00
(Check One):	ACCEPTS X RE	JECTS
the Plan for the reorganization	n of the above-named Debtors.	
DATED: June 16	_, 2010	
	Print or Type Name:	Herbert Armstrong
	Signed by: (if appropriate)	By Paul A. Levine, Esq. As: Attorney
	Address:	50 Beaver Street Albany, NY 12207
DESCRIPTION STATE OF OR	IOD DEFONE. HILV 7 3010	NOT ATTENDED THAN 5.00 DRG (ECT). TO.

UNITED STATES BANKRUP NORTHERN DISTRICT OF N			A CATTANETON CO.
In re:			
STARFIRE SYSTEM	AS, INC.,	Case No. 09-12989	
Debtor.		Chapter 11	
	BALLOT FOR ACCEPT FIRST AMENDED CHAPT	FING OR REJECTING DEBTOR'S ER 11 PLAN OF REORGANIZATION	
FILED-BY DATE: July			
OF CLAIMS IN EACH CLASS EACH CLASS VOTING ON COURT MAY NEVERTHELI	THE HOLDERS OF TWO- S AND THE HOLDERS OF T THE PLAN. IN THE EVEN ESS CONFIRM THE PLAN TO THE CLASS REJECTIN	CONFIRMED BY THE COURT AND THEREBY MADE BINDING OF THIRDS IN AMOUNT AND MORE THAN ONE-HALF IN NUMBOW-THIRDS IN AMOUNT OF EQUITY SECURITY INTERESTS OF THE REQUISITE ACCEPTANCES ARE NOT OBTAINED, THE THE COURT FINDS THAT THE PLAN ACCORDS FAIR AS IG IT. TO HAVE YOUR VOTE COUNT YOU MUST COMPLE	ER IN HE
(if equity security holder) The represented by Certificate(s) No.	undersigned, the holder of, registered in	shares of (describe type) stock of the above-named Debton the name of (See a taching	ors,
(if bondholder, debenture hold general of (describe secure) (if applicated).	der, or other debt security harity) ble, registered in the name Secattachment	of the above-named Debtors, with a stated maturity date of (if applicable, bearing serial number)	of (s)
(if holder of general claim) The	undersigned, a creditor of the ab	bove-named Debtors in the unpaid principal amount of \$	
(Check One):	ACCEPTS \(\sqrt{R} \)	EJECTS	
the Plan for the reorganization of	of the above-named Debtors.		
DATED: July 6 ,	2010		
	Print or Type Name:	opalka Family Investment Partners, C	-P
	Signed by: (if appropriate)	By: Chet opalka	
	Address:	As: President opalka Management Inc. opalka Funity Investment Partners	as GPO
RETURN THIS BALLOT ON O		Whather Ridge Averill Park DY 12018 NO LATER THAN 5:00 P.M. (EST), TO:	7 L. F.
	RIC HO Atto 677 Alba	CHARD L. WEISZ, ESQ. DDGSON RUSS LLP orneys for Debtor Broadway, Suite 301 bany, New York 12207 8) 465-2333	

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Attachment to
Starfire Systems, Inc. Debtor
Ballot for Accepting or Rejecting
First Amended Chapter 11 Plan of Reorganization

Equity Holdings

163,651 shares of Common Stock of the above-named Debtors, represented by Certificate(s) No. C-13, C-14, C53, C-87, registered in the name of Opalka Family Investment Partners L.P..

486,332 shares of Preferred Stock of the above-named Debtors, represented by Certificate(s) No. A1-19, A1-22, A1-45, A1-46, A1-49, A1-50, A1-88, registered in the name of Opalka Family Investment Partners L.P..

Bond Holdings

\$50,000 of Convertible Senior Secured Bridge Note the above-named Debtors, with a stated maturity date of October 27, 2009

Opalka Family Investment Partners, L.P.

By: Chet Opalka, President of Opalka Management, Inc as general partner of Opalka Family Investment Partners, L.P.

Tocy 6, 2010

Date